

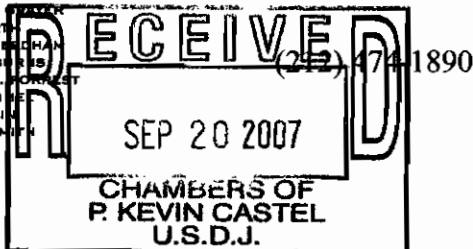
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September 19, 2007

Frequency, LLC v. Clear Channel Broadcasting, Inc., No. 07-CV-
7785 (PKC)

Dear Judge Castel:

We represent plaintiff Frequency, LLC ("Frequency") in the above-referenced matter. Pursuant to the Court's September 11, 2007, order, we write in response to the September 10, 2007, letter of defendant Clear Channel Broadcasting, Inc. ("CCBI") requesting a pre-motion conference to make a motion to dismiss or stay this action.

The sole basis that CCBI identifies for its proposed motion is the "first-filed" rule, which, CCBI says, applies because of a lawsuit that it has commenced in Texas state court. CCBI is wrong--and Frequency will oppose any motion to dismiss or stay that is based upon the "first-filed" rule.

First, the "first-filed" rule applies only to concurrent federal litigation and not concurrent state/federal litigation.

Second, even if the "first filed" rule were applicable (and it is not), this case would have priority over the Texas litigation because service was effected on CCBI here before any of the defendants in Texas was served.

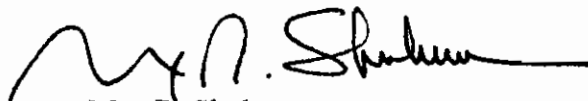
Third, Frequency's claims in this case involve distinct factual issues that will not be resolved in the Texas litigation and are not compulsory counterclaims there.

Fourth, New York's contacts with the facts in dispute are far greater than Texas's. For example, twenty of the 187 radio stations that were to be transferred are located in New York; none is in Texas.

Fifth, the Texas courts lack personal jurisdiction over the defendants that CCBI has sued there--and the defendants have just filed a motion in Texas to that effect. In contrast, New York does have personal jurisdiction over both Frequency and CCBI. As a result, New York is the most efficient--perhaps the only--forum for resolution of the parties' dispute.

For all these reasons, CCBI's proposed motion is meritless--and we will oppose it if the Court allows it to be filed.

Respectfully submitted,


Max R. Shulman

The Honorable P. Kevin Castel
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Upon reconsideration of my order of September 11 (Doc #6), if the defendant wishes to proceed with its motion in the face of the arguments set forth in plaintiff's counsel's September 19 letter, it shall file the motion by October 2. Plaintiff may respond by October 16 and defendant may reply, if it chooses, by October 23.

*conference remains scheduled for November 16 at 9:45 am
SO ORDERED
[Signature]
USDJ
9-20-07*